

B6 Summary (Form 6 - Summary) (12/13)

United States Bankruptcy Court
Southern District of Texas

In re **Quality Lease and Rental Holdings, LLC**

Debtor(s)

Case No. **14-60074**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	5	\$64,176.89		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		\$37,680,050.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$250,176.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		\$23,885,475.52	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$N/A
J - Current Expenditures of Individual Debtor(s)	No	0			\$N/A
TOTAL		15	\$64,176.89	\$61,815,701.52	

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Capital One Checking Account # xxxx4873	-	13,831.70
		US AmeriBank Checking Account # xxxx7235	-	1,090.32
3. Security deposits with public utilities, telephone companies, landlords, and others.		Security Deposit under Victoria lease	-	1,250.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		General, automobile, umbrella liability, workers compensation, and equipment transportation policies, Berkley National Insurance Company and Travelers Insurance Company (No Value)	-	0.00
		Directors and Officers Insurance Policy Number: XXXX-4932, Chubb Group of Insurance Companies (No Value)	-	0.00
Sub-Total > (Total of this page)				16,172.02

3 continuation sheets attached to the Schedule of Personal Property

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% member interest in Quality Lease Services, LLC	-	0.00
		100% member interest in Quality Lease Rental Services, LLC	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Intercompany transactions are being reconciled and Debtor will supplement, if any are determined; otherwise none.	-	0.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Claims against David Michael Mobley, Greta Yvette Mobley, Texas Quality Mats, LLC and Texas Quality Gate Services, LLC (collectively plaintiffs and counter-defendants), and QCE Supply, Inc., Solid Liberty Services, L.L.C., Solid Liberty Rental Services of L.L.C., QLS HoldCo, Inc., David Russell Mobley and Cody Blane Mobley (collectively third party defendants) seeking damages in excess of \$40 million dollars, under Cause No. 46632, in the 329th Judicial District Court of Wharton County, Texas	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furniture & Equipment - See attached depreciated fixed asset list attached as Exhibit B-28	-	21,492.87
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			

Sub-Total > **21,492.87**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

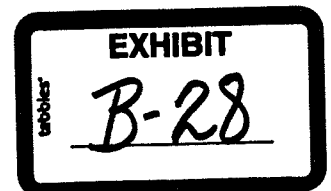
Fixed Asset Listing

As of:

8/31/2014

QUALITY LEASE RENTAL HOLDINGS - SUMMARY

Office Furniture & Equipment	Vendor	Acquisition Date	Acquisition Value	Life (yrs)	Accum YTD	NBV
Computer Equipment	Dell Computers	5/1/2013	9,986.66	5	2,663.11	7,323.55
Office Furniture	Uline	7/18/2013	3,611.14	10	421.30	3,189.84
Office Furniture suite 715	Office Furniture Center	9/4/2013	3,310.58	7	472.94	2,837.64
Office Furniture	Florida Capital Bank N.A.	9/6/2013	2,400.00	7	342.86	2,057.14
7th Floor Chairs & Cabinet	Stuart Hamilton	9/10/2013	4,741.13	7	677.30	4,063.83
4 Carlton Chairs	Office Depot	9/27/2013	838.88	7	119.84	719.04
2 Round Table Tops	Office Furniture Center	10/21/2013	1,092.47	7	143.06	949.41
4 Stack Chairs	Office Furniture Center	10/21/2013	405.53	7	53.11	352.42
Subtotal - Office Furniture & Equipment			26,386.39		4,893.52	21,492.87



B6B (Official Form 6B) (12/07) - Cont.

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid General Liability and Workers Comp Insurance for Debtor and Debtor's affiliates	-	26,512.00

Sub-Total >	26,512.00
(Total of this page)	
Total >	64,176.89

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor(s)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above)	C O D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
Main Street Capital Corp., Agent for Main Street Equity Interests, Inc. and MSCII Equity Interests, LLC 1300 Post Oak Blvd. Suite 800 Houston, TX 77056	X	N A	1/8/2013 \$37,350,000 Term Loan \$330,050 Revolving Line of Credit Principal balance only, does not include accrued, unpaid interest, fees and related expenses. UCC-1 Lien All assets of Debtor				\$37,680,050.00	\$0.00
			VALUE \$0.00				\$37,680,050.00	\$0.00
Total(s) (Use only on last page)							\$37,680,050.00	\$0.00

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			9/30/2014					
Frio County Tax Assessor Collector 500 E San Antonio St. Pearsall, TX 78061	-		Accrued 2014 Property Taxes	X	X	X	50,176.00	0.00
							50,176.00	50,176.00
Account No.			9/30/2014					
Victoria Tax Assessor Collector 205 N Bridge St Suite 101 Victoria, TX 77901	-		Accrued 2014 Property Taxes (Estimated)	X	X		200,000.00	0.00
							200,000.00	200,000.00
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)							250,176.00	0.00
Total (Report on Summary of Schedules)							250,176.00	0.00
							250,176.00	250,176.00

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Boyden 3 Riverway, Suite 1150 Houston, TX 77056	-		Professional Services			X	26,267.76
Account No. David Michael Mobley c/o Ronald A. Simank Schauer & Simank, P.C. 615 North Upper Broadway, Suite 700 Corpus Christi, TX 78401	-		Breach of Contract	X	X	X	Unknown
Account No. David Michael Mobley, as Member Agent of QLS HoldCo, Inc. c/o Ronald A. Simank 615 North Upper Broadway, Suite 700 Corpus Christi, TX 78401-0781	-		1/8/2013 Amended and Restated Unsecured and subordinated Promissory Note	X	X	X	20,000,000.00
Account No. David Michael Mobley, as Member Agent of QLS HoldCo, Inc. c/o Ronald A. Simank 615 North Upper Broadway, Suite 700 Corpus Christi, TX 78401-0781	-		1/8/2013 Alleged working capital adjustment	X	X	X	3,600,000.00
Subtotal (Total of this page)							23,626,267.76

3 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			Legal Fees				
Ewing & Jones, PLLC 6363 Woodway, Suite 1000 Houston, TX 77057		-					9,113.90
Account No.			Breach of Contract				
Greta Yvette Mobley c/o Ronald A. Simank, P.C. Schauer & Simank, P.C. 615 North Upper Broadway, Suite 700 Corpus Christi, TX 78401		-		X	X	X	Unknown
Account No.							
Intercompany transactions are being reconciled and Debtor will supplement, if any are determined; otherwise none.		-					0.00
Account No.			Collection Lawsuit				
Oilfield Support Services, LLC 16350 Park Ten Place Suite 238 Houston, TX 77084	X	-				X	63,604.93
Account No.			Legal Fees				
Phelps Dunbar 500 Dallas Street, Suite 1300 Houston, TX 77002		-					52,415.12
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							125,133.95

B6F (Official Form 6F) (12/07) - Cont.

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No.			Breach of Contract				
QLS HoldCo., Inc. c/o Ronald A. Simank Schauer & Simank, P.C. 615 North Upper Broadway, Suite 700 Corpus Christi, TX 78401	-			X	X	X	Unknown
Account No.			Breach of Contract				
Quality Lease Air Service, LLC c/o Ronald A. Simank Schauer & Simank, P.C. 615 North Broadway, Suite 700 Corpus Christi, TX 78401	-			X	X	X	Unknown
Account No.			Legal Fees Disputed as to the amount				
Strasburger & Price 901 Main Street Suite 4400 Dallas, TX 75202	X -					X	73,833.44
Account No.			Breach of Contract				
Texas Quality Guard Services, LLC c/o Ronald A. Simank Schauer & Simank, P.C. 615 North Broadway, Suite 700 Corpus Christi, TX 78401	-			X	X	X	Unknown
Account No.			Breach of Contract				
Texas Quality Mats, LLC c/o Ronald A. Simank Schauer & Simank, P.C. 615 North Broadway, Suite 700 Corpus Christi, TX 78401	-			X	X	X	Unknown
Subtotal (Total of this page)							73,833.44

Sheet no. 2 of 3 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Legal Fees				42,206.74
Trenam Kemker 101 E. Kennedy Blvd. Suite 2700 Tampa, FL 33602	X	-				X	
Account No.			Financial Advisors				18,033.63
Weaver and Tidwell LLP 24 Greenway Plaza Suite 1800 Houston, TX 77046	-					X	
Account No.							
Account No.							
Account No.							

Sheet no. **3** of **3** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

60,240.37

Total
(Report on Summary of Schedules)

23,885,475.52

In re Quality Lease and Rental Holdings, LLCCase No. 14-60074

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

ERGOS Technology Partners, Inc.
3831 Golf Drive
Houston, TX 77018

**Master Services Agreement dated 2/21/2014 for a
period of 1 year with an automatic renewal of one
year. Requires 30 day written notice.**

Gilbert A. Kupfernagel
P. O. B0x 1756
Victoria, TX 77902-1756

**Lease Agreement for 23403B NW Zac Lentz Pkwy,
Victoria, TX 77905, month to month lease
assigned from Rocacea Real Estate Victoria
Texas LLC to Quality Lease and Rental Holdings,
LLC on February 2, 2014. Rent of \$1,250 per
month.**

Phelps Dunbar
500 Dallas Street, Suite 1300
Houston, TX 77002

June 2, 2014 Fee Agreement

In re **Quality Lease and Rental Holdings, LLC**Case No. **14-60074**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Quality Lease Rental Service, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Main Street Capital Corp., Agent for Main Street Equity Interests, Inc. and MSCII Equity Interests, LLC 1300 Post Oak Blvd. Suite 800 Houston, TX 77056
Quality Lease Rental Service, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Oilfield Support Services, LLC 16350 Park Ten Place Suite 238 Houston, TX 77084
Quality Lease Service, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Main Street Capital Corp., Agent for Main Street Equity Interests, Inc. and MSCII Equity Interests, LLC 1300 Post Oak Blvd. Suite 800 Houston, TX 77056
Quality Lease Service, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Oilfield Support Services, LLC 16350 Park Ten Place Suite 238 Houston, TX 77084
Rocacea, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Main Street Capital Corp., Agent for Main Street Equity Interests, Inc. and MSCII Equity Interests, LLC 1300 Post Oak Blvd. Suite 800 Houston, TX 77056
Rocacea, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Strasburger & Price 901 Main Street Suite 4400 Dallas, TX 75202
Rocacea, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Trenam Kemker 101 E. Kennedy Blvd. Suite 2700 Tampa, FL 33602

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
Southern District of Texas

In re Quality Lease and Rental Holdings, LLC

Debtor(s)

Case No. 14-60074

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

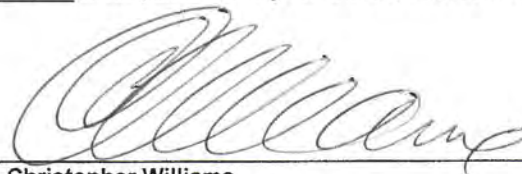
DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date

10/17/14

Signature



Christopher Williams
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of Texas**

In re Quality Lease and Rental Holdings, LLC

Debtor(s)

Case No. 14-60074Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$0.00	2014 YTD
\$0.00	2013
\$0.00	2012

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

B7 (Official Form 7) (04/13)

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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See attached Exhibit SOFA3B

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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Intercompany transactions

**Intercompany transactions
are being reconciled and
Debtor will supplement, if
any are determined;
otherwise none.**

**Main Street Capital Corp., Admin. Agent
for Main Street Equity Interests, Inc.
and MSCII Equity Interests, LLC
1300 Post Oak Blvd. Suite 800
Houston, TX 77056**

**See attached Exhibit SOFA
3C, detailed schedule of
payments of interest, fees
and expenses.
(Total Amount)**

\$4,650,295.00**\$37,680,050.00**

**Secured Lender and Equity Holder of Rocacea,
LLC, Manager of Quality Lease and Rental
Holdings, LLC**

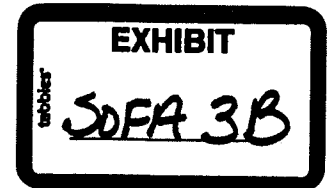
* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Quality Lease and Rental Holdings LLC
Custom Transaction Detail Report
July 1 through October 1, 2014

Type	Date	Num	Name	Memo	Account	Class	Clr	Split	Debit	Credit	Balance
Bill Pmt -Check	07/07/2014	Bill com	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01GGFWYIzI	20000	Accounts Payable	10000	Bill com Money Out Clearing	15,000.00		-15,000.00
Bill Pmt -Check	07/07/2014	Bill com	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01ZCUMP-UK	20000	Accounts Payable	10000	Bill com Money Out Clearing	9,006.84		-24,006.84
Bill Pmt -Check	07/11/2014	Bill com	Hawash Meade Gaston Neese & Crcack LLP	https://app.bill.com/BillPay?id=bp01MKGTZVZ1	20000	Accounts Payable	10000	Bill com Money Out Clearing	6,789.88		-30,796.72
Bill Pmt -Check	07/25/2014	Bill com	AFCO	https://app.bill.com/BillPay?id=bp01MTVVUSIC	20000	Accounts Payable	10000	Bill com Money Out Clearing	51,297.97		-82,094.69
Bill Pmt -Check	07/25/2014	Bill com	Hawash Meade Gaston Neese & Crcack LLP	https://app.bill.com/BillPay?id=bp01HCVJZXBDEI	20000	Accounts Payable	10000	Bill com Money Out Clearing	6,466.00		-88,560.69
Bill Pmt -Check	08/01/2014	1408	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01JXQOLXK+	20000	Accounts Payable	10111	Checking Capital One ...4873	15,000.00		-103,560.69
Bill Pmt -Check	08/01/2014	Bill com	SCIP 501, LLC	https://app.bill.com/BillPay?id=bp01GVTGGND	20000	Accounts Payable	10000	Bill com Money Out Clearing	6,823.26		-110,383.95
Bill Pmt -Check	08/08/2014	Bill com	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01PFLJXJMXC	20000	Accounts Payable	10000	Bill com Money Out Clearing	17,886.43		-128,270.38
Bill Pmt -Check	08/22/2014	1409	Hill Schwartz Spilker Keller LLC	Quality Lease Service and Quality Lease Renta	20000	Accounts Payable	10111	Checking Capital One ...4873	10,000.00		-138,270.38
Bill Pmt -Check	08/25/2014	Bill com	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01JXTDGKTF	20000	Accounts Payable	10000	Bill com Money Out Clearing	21,406.00		-159,676.38
Bill Pmt -Check	08/25/2014	Bill com	SCIP 501, LLC	https://app.bill.com/BillPay?id=bp01PFLJXJMXC	20000	Accounts Payable	10000	Bill com Money Out Clearing	6,823.26		-166,499.64
Bill Pmt -Check	08/29/2014	Bill com	Leightman Tax Law PLLC	https://app.bill.com/BillPay?id=bp01TQUYLSBA\	20000	Accounts Payable	10000	Bill com Money Out Clearing	10,000.00		-176,499.64
Bill Pmt -Check	09/08/2014	Bill com	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01UAAACQZ	20000	Accounts Payable	10000	Bill com Money Out Clearing	15,000.00		-191,499.64
Bill Pmt -Check	09/12/2014	Bill com	Hill Schwartz Spilker Keller LLC	https://app.bill.com/BillPay?id=bp01VEADSCZJ	20000	Accounts Payable	10000	Bill com Money Out Clearing	6,416.75		-197,916.39
Bill Pmt -Check	09/29/2014	Bill com	Phelps Dunbar	https://app.bill.com/BillPay?id=bp01CIAJBUUF	20000	Accounts Payable	10000	Bill com Money Out Clearing	7,679.99		-205,596.38
Bill Pmt -Check	09/29/2014	Bill com	Hawash Meade Gaston Neese & Crcack LLP	https://app.bill.com/BillPay?id=bp01SVYGPQYI	20000	Accounts Payable	10000	Bill com Money Out Clearing	26,862.50		-232,458.88
Bill Pmt -Check	09/30/2014	1410	Hill Schwartz Spilker Keller LLC	https://app.bill.com/BillPay?id=bp01SVYGPQYI	20000	Accounts Payable	10111	Checking Capital One ...4873	23,985.00		-256,443.88
Bill Pmt -Check	09/30/2014	1411	Trial Consulting Services, LLC		20000	Accounts Payable	10111	Checking Capital One ...4873	6,228.50		-262,672.38
									262,672.38	0.00	-262,672.38

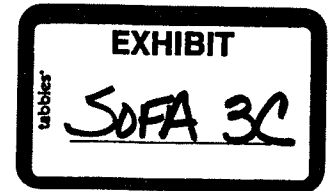
Jul 1 - Oct 1, 14

Jul 1 - Oct 1, 14



Quality Lease and Rental Holdings LLC
Custom Transaction Detail Report
All Transactions

Type	Date	Num	Name	Memo	Account	Class	Split	Debit	Credit
General Journal	02/01/2013	19	Main Street Capital Corp	Interest to Main St	10111 - Checking Capital One ...4873	✓	77000 - Interest		273,600.00
General Journal	02/01/2013	19	Main Street Capital II LP	Interest to Main St II	10111 - Checking Capital One ...4873	✓	77000 - Interest		30,400.00
General Journal	03/01/2013	36	Main Street Capital Corp	Feb'13 interest pymt to Main St	10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		35,466.67
General Journal	03/01/2013	36	Main Street Capital Corp	Feb'13 interest pymt to Main St	10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		319,200.00
General Journal	04/01/2013	42R		MSC1 Loan	10111 - Checking Capital One ...4873	✓	10111 - Checking Capital One ...4873		353,400.00
General Journal	04/01/2013	42R		MSC2 Loan	10111 - Checking Capital One ...4873	✓	-SPLIT-		39,266.67
General Journal	05/01/2013	59R		MSC2 Loan	10111 - Checking Capital One ...4873	✓	-SPLIT-		35,551.66
General Journal	05/01/2013	59R		MSC1 Loan	10111 - Checking Capital One ...4873	✓	10111 - Checking Capital One ...4873		319,965.00
General Journal	05/03/2013	59R		MSC2 Loan	10111 - Checking Capital One ...4873	✓	-SPLIT-		38,595.00
General Journal	06/03/2013	59R		MSC1 Loan	10111 - Checking Capital One ...4873	✓	10111 - Checking Capital One ...4873		347,355.00
General Journal	07/03/2013	RJH JUL 01		MSC2 Loan	10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		37,350.00
General Journal	07/03/2013	RJH JUL 01		MSC1 Loan	10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		336,150.00
Check	08/01/2013	ACH	Main Street Capital Corp		10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		347,355.00
Check	08/01/2013	ACH	Main Street Capital Corp		10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		38,595.00
General Journal	09/03/2013	RJH SEP 01		Main Street Capital	10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		385,950.00
General Journal	10/01/2013	52R		Reverse of GJE 52 --	10111 - Checking Capital One ...4873	✓	-SPLIT-		37,350.00
General Journal	10/01/2013	52R		Reverse of GJE 52 --	10111 - Checking Capital One ...4873	✓	10111 - Checking Capital One ...4873		336,150.00
General Journal	11/01/2013	STBNOV02		Rcd 11.01.13 MSCII Restricted Interest Pmt	10111 - Checking Capital One ...4873	✓	23600 - Accrued Interest Expense		38,595.00
Check	06/05/2014	1405	Main Street Capital Partners, LLC		10111 - Checking Capital One ...4873	✓	-SPLIT-		1,300,000.00
Total								0.00	4,650,295.00



B7 (Official Form 7) (04/13)

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Cause No. 46632; Greta Yvette Mobley, David Michael Mobley, Texas Quality Mats, LLC, Texas Quality Gate Guard Services, LLC and Quality Lease Air Services, LLC v. Quality Lease and Rental Holdings, LLC, Allan Martin, and Rocacea, LLC (Removed to Bankruptcy Court on 10/8/2014)	Breach of Contract	329th Judicial District Court of Wharton County, Texas	Pending
Cause No. 47,556; Oilfield Support Services, LLC v. Quality Lease Rental Service, LLC, Quality Lease and Rental Holdings, LLC, and Quality Lease Service, LLC	Collection	329th Judicial District Court of Wharton County, Texas	Pending

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	--------------------------------------

B7 (Official Form 7) (04/13)

7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Walter Cicack Hawash Meade Gaston Neese & Cicack LLP 2118 Smith Street Houston, TX 77002	9/30/2014 Rocacea, LLC (was provided in April 2014 for non-bankruptcy matters. On 9/30/2014, Rocacea, LLC instructed firm to transfer \$10,000 retainer to bankruptcy matter). 9/30/2014 Quality Lease and Rental Holdings, LLC	\$10,000.00; \$26,862.50 Fees paid for joint representation of Debtors Quality Lease and Rental Holdings, LLC; Quality Lease Rental Service, LLC; Quality Lease Service, LLC, and Rocacea, LLC

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Intercompany Transactions		Intercompany transactions are being reconciled and Debtor will supplement, if any are determined; otherwise none.
Main Street Capital Corp., Agent for Main Street Equity Interests, Inc. and MSCII Equity Interests, LLC 1300 Post Oak Blvd. Suite 800 Houston, TX 77056 Secured Lender and Equity Holder	2/1/2013 through 6/5/2014	See attached Exhibit SOFA 3C, detailed schedule of payments of interest, fees and expenses totaling \$4,650,295.

B7 (Official Form 7) (04/13)

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
None except for possible intercompany setoffs, to be supplemented if any.		

14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
501 East Kennedy Blvd., Suite 715 and Suite 801 Tampa, FL 33602		
480 C.R. 355 El Campo, TX		

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ADDRESS

1007 N Hwy 77A
Yoakum, TX 77995

P O Box 1060

El Campo, TX 77437

3505 Mechanic St. or

3505 N SH 71

El Campo, TX 77437

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

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18. Nature, location and name of business

None



a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Quality Lease and Rental Holdings, LLC	46-1623022	800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Holding Company, non-operating entity	Formed in Delaware on December 4, 2012 and became duly authorized to transact business in the state of Texas on or about January 8, 2013
Quality Lease Service, LLC	76-0386612	800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Oilfield Equipment Services 100% member	12/21/1992; Converted to LLC on 12/27/2012
Quality Lease Rental Service, LLC	26-2017775	800 Rockmead Drive, Suite 200 Kingwood, TX 77339	Oilfield Equipment Services 100% member	2008

None



b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None



a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Bill Short
BlackBriar Advisors, LLC
901 Main St., Suite 600
Dallas, TX 75202

DATES SERVICES RENDERED

1/9/2013 to 10/1/2013 Temporary CFO

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NAME AND ADDRESS

Michael Eitler
Tampa, FL

Samuel Bridgeman
Tampa, FL

Branden Crampton
Tampa, FL

Loretta Mormino
GrowthForce
800 Rockmead Drive, Suite 200
Kingwood, TX 77339

John T. Jones, CPA
1500 Citywest Blvd., Suite 450
Houston, TX 77042

Lou Prida
Prida, Guida & Company, P.A. CPA
1106 North Franklin Street
Tampa, FL 33602

James W. Keating, CPA
P O Box 1310
El Campo, TX 77437

DATES SERVICES RENDERED
Former CFO of Rocacea, LLC

Former Sr. Accountant, Financials of
Rocacea, LLC

Former VP Finance of Rocacea, LLC

March 2014 to Present

Prepared 2012 and 2013 Tax Returns

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Loretta Mormino

ADDRESS

GrowthForce
800 Rockmead Drive, Suite 200
Kingwood, TX 77339

DATES SERVICES RENDERED
Prepared financial statements

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Loretta Mormino

ADDRESS

GrowthForce
800 Rockmead Drive, Suite 200
Kingwood, TX 77339

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Main Street Capital Corp., Agent
for Main Street Equity Interests, Inc.
and MSCII Equity Interests, LLC
1300 Post Oak Blvd. Suite 800
Houston, TX 77056

DATE ISSUED

1/2013 through 6/2013, 9/2013, and 4/2014
through 8/2014

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

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None ☐ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE OF STOCK OWNERSHIP

QLS HoldCo., Inc.
c/o Ronald A. Simank
Schauer & Simank, P.C.
615 North Upper Broadway, Suite 700
Corpus Christi, TX 78401

B
200
Member - DISPUTED

Rocacea, LLC
800 Rockmead Drive, Suite 200
Kingwood, TX 77339

A
800
Member

22 . Former partners, officers, directors and shareholders

None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

Alan Martin

Manager of Rocacea, LLC, the
Manager of Quality Lease and
Rental Holdings, LLC

2/4/2014

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

B7 (Official Form 7) (04/13)

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND

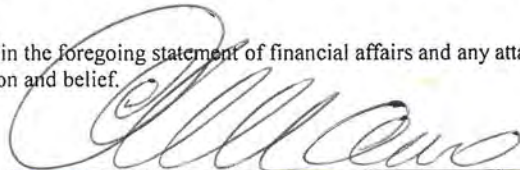
TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 17, 2014

Signature



Christopher Williams
Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Southern District of Texas

In re Quality Lease and Rental Holdings, LLC,
 Debtor

Case No. 14-60074

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

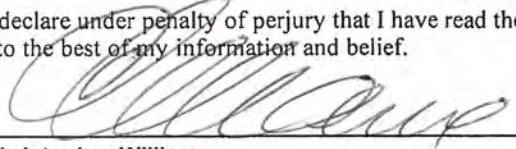
Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
QLS HoldCo., Inc. c/o Ronald A. Simank Schauer & Simank, P.C. 615 North Upper Broadway, Suite 700 Corpus Christi, TX 78401	B	200	Member - DISPUTED
Rocacea, LLC 800 Rockmead Drive, Suite 200 Kingwood, TX 77339	A	800	Member

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 17, 2014

Signature 
 Christopher Williams
 Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C §§ 152 and 3571.

United States Bankruptcy Court
Southern District of Texas

In re Quality Lease and Rental Holdings, LLC

Debtor(s)

Case No. 14-60074Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept standard billing rates	\$	<u>N/A</u>
Prior to the filing of this statement I have received	\$	<u>36,862.50</u>
Balance Due Retainer for post-petition services*	\$	<u>20,000.00</u>

*\$16,862.50 was paid for pre-petition bankruptcy representation and counsel. \$20,000 post-petition retainer is for joint representation of Quality Lease and Rental Holdings, LLC, Quality Lease Rental Service, LLC, Quality Lease Service, LLC, and Rocacea, LLC.

2. \$ 1,717.00 of the filing fee has been paid by the Debtor directly.
3. The source of the compensation paid to me was:
☒ Debtor ☒ Other (specify): \$10,000.00 paid by Rocacea, LLC and \$26,862.50 paid by Quality Lease and Rental Holdings, LLC
4. The source of compensation to be paid to me is:
☒ Debtor ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - Provide the Debtors with legal advice and services with respect to the cases, the debtors' powers and duties as debtors in possession, and the continued operation of the Debtors' businesses and management of the Debtors' property
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: 10/17/2014


Walter Cicack 04250535
Hawash Meade Gaston Neese & Cicack LLP
2118 Smith Street
Houston, TX 77002
713.658.9001 Fax: 713.658.9011